

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

Wells Fargo Bank, National Association, as )  
Trustee for the benefit of the Registered Holders of )  
J.P. Morgan Chase Commercial Mortgage )  
Securities Trust 2020-NNN, Commercial )  
Mortgage Pass-Through Certificates, Series 2020- )  
NNN, )

Plaintiff, )

-vs- )

WIM FMB PORTFOLIO OWNER LLC and WIM )  
CORE PORTFOLIO OWNER, LLC. )

Serve: )

The Corporation Trust Company, Resident Agent )  
Corporation Trust Center )  
1209 Orange Street )  
Wilmington, DE 19801 )

Defendants. )

Case No. 1:25-cv-06449

**COMPLAINT**

Plaintiff Wells Fargo Bank, National Association, as Trustee for the benefit of the registered holders of J.P. Morgan Chase Commercial Mortgage Trust 2020-NNN, Commercial Mortgage Pass-Through Certificates, Series 2020-NNN, (the “**NNN Trust**” or “**Plaintiff**”), acting by and through its Special Servicer, CWC Capital Asset Management LLC (the “**Special Servicer**”), for its Complaint (the “**Complaint**”) against the defendants, alleges as follows:

**PARTIES**

1. Plaintiff Wells Fargo Bank, National Association (“**Wells Fargo**”) is the trustee of a New York common law trust (the “**Trust**”) formed and governed pursuant to a Trust and

Servicing Agreement dated as of March 5, 2020 (the “**TSA**”). Under the terms of the TSA, Wells Fargo is an active trustee with the obligation and authority to manage the loans held in the Trust, either directly or through servicers, and is authorized to pursue all rights and remedies related to the loans. Wells Fargo’s main office as specified in its Articles of Association is located in Sioux Falls, South Dakota. Accordingly, Plaintiff is a citizen of South Dakota.

2. Wells Fargo in its capacity as trustee of the Trust is also the holder of the Lead Securitization Note (as defined below) pursuant to a Co-Lender Agreement dated February 7, 2020, with full authority to enforce the Loan (as hereinafter defined) on behalf of all holders.

3. Wells Fargo Bank, National Association, as Trustee for the benefit of the registered holders of Benchmark 2020-B17 Mortgage Trust, Commercial Mortgage Pass-Through Certificates Series 2020-B17 (the “**B17 Trust**”) is the holder of a pari passu interest in the Loan. Wells Fargo is also an active trustee of the B17 Trust with the same obligation and authority to manage the loans held in the B17 Trust, either directly or through servicers, pursuant to a publicly available Pooling and Servicing Agreement.

4. Wells Fargo Bank, National Association, as Trustee for the benefit of the registered holders of Benchmark 2020-IG2 Mortgage Trust, Commercial Mortgage Pass-Through Certificates Series 2020-IG2 (the “**IG2 Trust**”) is the holder of a pari passu interest in the Loan. Wells Fargo is also an active trustee of the IG2 Trust with the same obligation and authority to manage the loans held in the IG2 Trust, either directly or through servicers, pursuant to a publicly available Pooling and Servicing Agreement.

5. Wells Fargo Bank, National Association, as Trustee for the benefit of the registered holders of Benchmark 2020-IG3 Mortgage Trust, Commercial Mortgage Pass-Through Certificates Series 2020 IG3 (the “**IG3 Trust**”) is the holder of a pari passu interest in the Loan.

Wells Fargo is also an active trustee of the IG3 Trust with the same obligation and authority to manage the loans held in the IG3 Trust, either directly or through servicers, pursuant to a publicly available Pooling and Servicing Agreement.

6. Apart from the foregoing, no other person or entity holds an interest in the Loan. The Trust, the B17 Trust, the IG2 Trust, and the IG3 Trust are identified for jurisdictional purposes and are not direct parties to this action.

7. Defendant WIM FMB Portfolio Owner LLC (“**WIM FMB**”) is the owner of certain single tenant commercial properties located throughout the United States and is a borrower under the Loan Agreement (as hereinafter defined).

8. Defendant WIM CORE Portfolio Owner LLC (“**WIM Core**”) is the owner of certain single tenant commercial properties located throughout the United States and is a borrower under the Loan Agreement (as hereinafter defined).

9. WIM FMB and WIM Core are collectively referred as the “**Borrowers**” as context requires.<sup>1</sup>

10. Each Borrower is a limited liability company organized under the laws of the State of Delaware with its principal place of business in Atlanta, Georgia.

11. The sole member of the Borrowers is WIM Net Lease Portfolio Mezzanine A, LLC, a Delaware limited liability company.

12. The sole member of WIM Net Lease Portfolio Mezzanine A, LLC is WIM Net Lease Portfolio Mezzanine B, LLC, a Delaware limited liability company.

13. The sole member of WIM Net Lease Portfolio Mezzanine B, LLC is WIM Net Lease Portfolio Mezzanine C, LLC, a Delaware limited liability company.

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<sup>1</sup> For the convenience of the Court in determining jurisdiction, an organizational chart of the Borrowers is attached as Schedule VI.

14. The sole member of WIM Net Lease Portfolio Mezzanine C, LLC is WIM PE Net Lease, LLC, a Delaware limited liability company.

15. The members of WIM PE Net Lease, LLC are WIM Net Lease Portfolio Master Joint Venture, LLC and GPFGRAT MR Pref 2017, LLC, both of which are Delaware limited liability companies.

16. The members of WIM Net Lease Portfolio Master Joint Venture, LLC are GPFT MR LP 2017, LLC, a Delaware limited liability company, and WIM GPF Portfolio Managing Member LLC, a Georgia limited liability company.

17. The members of GPFT MR LP 2017, LLC are GPF MR 2017, LLC, a Delaware limited liability company, and Arteaga RE, LLC, a Delaware limited liability company.

18. The sole member of GPF MR 2017, LLC is GPF 2014, LLC, a Delaware limited liability company.

19. The sole member of GPF 2014, LLC is David E. Gochman, a domiciliary and citizen of Florida.

20. The sole member of Arteaga RE, LLC, is Gabe R. Thornton, a domiciliary and citizen of Texas.

21. The members of GPFGRAT MR Pref 2017, LLC are GPF MR 2017, LLC (see ¶¶ 18, 19, *supra*) and GRAT MR Pref 2017, LLC, a Delaware limited liability company.

22. The sole member of GRAT MR Pref 2017, LLC is 2009 DG GRAT, a New York common law trust, for which David E. Gochman is the sole active with full authority, either directly or through agents, to manage the assets of 2009 DG GRAT.

23. The members of WIM GPF Portfolio Managing Member, LLC are WIM Portfolio Managing Member, LLC, a Georgia limited liability company, and GPFTW MR GP 2017, LLC, a Delaware limited liability company.

24. The sole member of WIM Portfolio Managing Member, LLC is William I. Markwell, III and WIM Holdings, LLC, a Georgia limited liability company.

25. William I. Markwell, III is a domiciliary and citizen of Georgia.

26. The sole member of WIM Holdings, LLC is William I. Markwell, III (see ¶ 25).

27. The members of GPFTW MR GP 2017, LLC are David E. Gochman (see ¶ 19), Gabe R. Thornton (see ¶ 20), David Wolff and GPF MR 2017, LLC, (see ¶¶ 18, 19, *supra*).

28. David Wolff is a domiciliary and citizen of Texas.

29. Other than the Borrowers, the persons and entities listed in paragraphs 11 through 29 are identified for jurisdictional purposes and are not direct parties to this action.

### **JURISDICTION AND VENUE**

30. Jurisdiction over this matter properly rests within this Court pursuant to 28 U.S.C. §1332 because the parties are citizens of different states and the amount in controversy exceeds \$75,000.

31. Venue is proper in this Court because many of parcels of real property at issue are located this district. 28 U.S.C. §1391(b)(1), (2).

### **FACTS**

32. On or about January 15, 2020, JPMorgan Chase Bank, National Association (“**Original Lender**”) made a loan to the Borrowers in the original principal amount of \$925,000,000.00 (the “**Loan**”) pursuant to a Loan Agreement among Original Lender and

Borrowers, dated as of January 15, 2020, (the “**Loan Agreement**”). A true and correct copy of the Loan Agreement is attached as **Exhibit 1**.

33. To evidence their indebtedness under the Loan Agreement, Borrowers, as obligors, duly executed, acknowledged and delivered to Original Lender, as obligee, a Consolidated, Amended and Restated Promissory Note, dated as of January 15, 2020, made by Borrowers to Original Lender in the original principal amount of \$925,000,000 (the “**Prior Note**”). A true and correct copy of the Prior Note is attached as **Exhibit 2**.

34. Pursuant to a Note Splitter and Loan Modification Agreement, dated as of February 10, 2020 (the “**Splitter**”), the Borrowers agreed to divide the Loan into eight (8) Replacement Notes as follows: (i) Replacement Promissory Note A-FL, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$277,450,000 (“**Note A-FL**”), (ii) Replacement Promissory Note A-FX-1, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$146,270,000 (“**Note A-FX-1**”), (iii) Replacement Promissory Note A-FX-2, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$40,000,000 (“**Note A-FX-2**”); (iv) Replacement Promissory Note A-FX-3, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$30,000,000 (“**Note A-FX-3**”); (v) Replacement Promissory Note A-FX-4, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$30,000,000 (“**Note A-FX-4**”); (vi) Replacement Promissory Note A-FX-5, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$25,000,000 (“**Note A-FX-5**”); (vii) Replacement Promissory Note A-FX-6, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of

\$25,000,000 (“**Note A-FX-6**”); and (viii) Replacement Promissory Note B-FX, effective as of February 10, 2020, made by Borrowers to Original Lender, in the original principal amount of \$351,280,000 (“**Note B-FX**” and together with Note A-FL, Note A-FX-1, Note A-FX-2, Note A-FX-3, Note A-FX-4, Note A-FX-5, and Note A-FX-6, collectively, the “**Replacement Notes**”). The Replacement Notes amended and restated, but did not extinguish, the indebtedness evidenced by the Prior Note. A true and correct copy of each Replacement Note is attached as **Exhibits 3 through 10**, respectively.

35. The Loan is divided into Component A loans and Component B loans. Each Component loan bears interest at a different interest rate and the Component A loans have a maturity date that was initially different from each Component B loan. As set forth in more detail herein, the maturity date for all Component A loans was extended. Consequently, the maturity date for all Component A loans and Component B loans was, as of the date of this Complaint, January 10, 2025.

36. Additional terms and conditions of the Loan are stated in the Loan Agreement, as amended and modified by the Splitter.

37. Allonges assigning the Notes A-FL, A-FX-1 and B-FX (the “**Lead Securitization Notes**”) from Original Lender to the Plaintiff are attached to Notes A-FL, A-FX-1, and B-FX in **Exhibits 3, 4, and 10, respectively**. Allonges from Original Lender to Wells Fargo as Trustee of the B17 Trust, the IG2 Trust or the IG3 Trust, are attached to Notes A-FX-2, A-FX-3, A-FX-4, A-FX-5, and A-FX-6, as applicable.

38. The relationship between the holders of the Replacement Notes is governed by a Co-Lender Agreement dated February 7, 2020 (the “**Co-Lender Agreement**”). A copy of the Co-Lender Agreement is attached as **Exhibit 11**.

39. Pursuant to the Co-Lender Agreement, the Plaintiff has full authority to enforce the Loan Documents on behalf of itself, as Trustee of the Trust and Lead Securitization Note Holder, and on behalf of the holders of all the other Replacement Notes.

40. To secure payment and performance obligations under the Loan, Borrowers, as obligors and mortgagors, executed and delivered to Original Lender security instruments granting first mortgage liens, assignments of rents, and security interests to the Original Lender on and related to 40 commercial properties.

### **THE PROPERTIES**

#### **The Illinois Properties**

41. WIM Core has title to four (4) commercial properties located in Illinois (the “**WIM Core Illinois Properties**”) each of which are leased to different single tenant commercial companies, and WIM FNB has title to nineteen (19) commercial properties located in Illinois (the “**WIM FMB Illinois Properties**” and together with the WIM Core Illinois Properties, collectively, the “**Illinois Properties**”), all of which are leased to First Midwest Bank.

42. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, each effective January 15, 2020, with respect to each of the WIM Core Illinois Properties (each, a “**WIM Core Illinois Mortgage**” and collectively, the “**WIM Core Illinois Mortgages**”) granting a first mortgage lien to the Original Lender, its successors and assigns, on real and personal property located at the WIM Core Illinois Properties securing the principal amount of \$925,000,000.

43. Similarly, WIM FMB executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, each effective January 15, 2020, with respect to each of the WIM FMB Illinois Properties (each, a “**WIM FMB Illinois**”



**Mortgages,”** collectively, the “**WIM FMB Illinois Mortgages,”** and together with the WIM Core Illinois Mortgages, collectively, the “**Illinois Mortgages**”), granting a first mortgage lien to the Original Lender, its successors and assigns, on real and personal property located at the WIM FMB Illinois Properties securing the principal amount of \$925,000,000.

44. A true and correct copy of the WIM Core Illinois Mortgage for the property located at 1200 Lakeside Drive, Bannockburn, IL (“**1200 Lakeside**”) is attached as **Exhibit 12**.

45. The Original Lender assigned the Illinois Mortgages to Wells Fargo by individual Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, each effective as of March 5, 2020 (each an “**Illinois Mortgage Assignment**” and, collectively, the “**Illinois Mortgage Assignments**”).

46. A true and correct copy of each Illinois Mortgage Assignment is attached as **Exhibit 13**.

47. The Illinois Mortgages and the Illinois Mortgage Assignments were duly recorded in the county in which the Illinois Properties are located, as set forth in detail on **Schedule I** attached hereto.<sup>2</sup>

### **The Indiana Properties**

48. WIM FMB has title to four (4) commercial properties located in Indiana (the “**Indiana Properties**”), all of which are leased to First Midwest Bank.

49. WIM FMB executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, each effective January 15, 2020, with respect to each of the Indiana Properties (each, an “**Indiana Mortgage**” and collectively, the

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<sup>2</sup> The material terms of the 40 mortgages and assignments are nearly identical. The 1200 Lakeside Mortgage and Assignment have been included as representative exhibits. Recording information for the remaining 39 mortgages and assignments is included in the Schedules attached hereto and copies of these documents can be provided to the Court or parties on request.

“**Indiana Mortgages**”), granting a first mortgage lien to the Original Lender, its successors and assigns, on real and personal property located at the Indiana Properties securing the principal amount of \$925,000,000.

50. The Original Lender assigned the Indiana Mortgages to Wells Fargo by individual Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, each effective as of March 5, 2020 (each an “**Indiana Mortgage Assignment**” and, collectively, the “**Indiana Mortgage Assignments**”).

51. The Indiana Mortgages and the Indiana Mortgage Assignments were duly recorded in the county in which the Indiana Properties are located, as set forth in detail on **Schedule II** attached hereto.

#### **The New Jersey Properties**

52. WIM Core has title to two (2) commercial properties located in New Jersey as follows: (i) 501 U.S. Highway 22, Bridgewater, NJ 08807 (the “**Bridgewater Property**”) and (ii) 334 Madison Avenue, Convent Station, NJ 07960 (the “**Convent Station Property**” and, together with the Bridgewater Property, collectively, the “**New Jersey Properties**”), both of which are leased to Metropolitan Life Insurance Company.

53. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to the Original Lender, its successors and assigns on real and personal property located at the Bridgewater Property (the “**Bridgewater Mortgage**”) securing the principal amount of \$925,000,000. The Bridgewater Mortgage was recorded on January 30, 2020, at Book 7186, Pages 681-712, Instrument Number 2020004604 in the Land Records for Somerset County, New Jersey.

54. The Original Lender assigned the Bridgewater Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Somerset County, New Jersey at Book 7215, Pages 3349-3355, Instrument No. 2020022736 on June 3, 2020 (the “**Bridgewater Mortgage Assignment**”).

55. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to the Original Lender, its successors and assigns on real and personal property located at the Convent Station Property (the “**Convent Station Mortgage**” and, together with the Bridgewater Mortgage, collectively, the “**New Jersey Mortgages**”) securing the principal amount of \$925,000,000. The Convent Station Mortgage was recorded on January 31, 2020, at Book 23705, Page 164, File Number 2020006818 in the Land Records for Morris County, New Jersey.

56. The Original Lender assigned the Convent Station Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Morris County, New Jersey at Book 23787, Page 1635, Instrument No. 2020034412 on June 5, 2020 (the “**Convent Station Mortgage Assignment**” and, together with the Bridgewater Mortgage Assignment, collectively, the “**New Jersey Mortgage Assignments**”).

57. The New Jersey Mortgages and New Jersey Assignment are set forth in detail in **Schedule III** attached hereto.

### **The Virginia Properties**

58. WIM Core has title to two (2) commercial properties located in Virginia as follows:

(i) 5800 Northampton Boulevard, Norfolk, VA 23502 (the “**Norfolk Property**”), leased to

Amerigroup Corporation (Elevance Norfolk) and (ii) 602 South Jefferson Street, Roanoke, VA 24011 (the “**Roanoke Property**” and, together with the Norfolk Property, collectively, the “**Virginia Properties**”), leased to Anthem Health Plans of Virginia, Inc. (Elevance Virginia).

59. WIM Core executed and delivered to Lawyer’s Title Realty Services, Inc. (“**Lawyer’s Title**”) as Trustee on behalf of Original Lender a Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Lawyer’s Title in trust for Original Lender, its successors and assigns, on real and personal property located at the Norfolk Property (the “**Norfolk Deed of Trust**”) securing the principal amount of \$925,000,000. The Norfolk Deed of Trust was recorded on February 28, 2020, at Instrument Number 200004837 in the Norfolk City Circuit Court Land Records for the Commonwealth of Virginia.

60. The Original Lender assigned the Norfolk Deed of Trust to Wells Fargo by Assignment of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Norfolk City Circuit Court Land Records for the Commonwealth of Virginia at Instrument No. 200012329 on June 3, 2020 (the “**Norfolk Deed of Trust Assignment**”).

61. WIM Core executed and delivered to Lawyer’s Title as Trustee on behalf of Original Lender a Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Lawyer’s Title in trust for Original Lender, its successors and assigns, on real and personal property located at the Roanoke Property (the “**Roanoke Deed of Trust**” and together with the Norfolk Deed of Trust, collectively, the “**Virginia Deeds of Trust**”) securing the principal amount of \$925,000,000. The Roanoke

Deed of Trust was recorded on March 6, 2020, at Instrument Number 200002518 in the Roanoke City Circuit Court Land Records for the Commonwealth of Virginia.

62. The Original Lender assigned the Roanoke Deed of Trust to Wells Fargo by Assignment of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Roanoke City Circuit Court Land Records for the Commonwealth of Virginia at Instrument No. 20005722 on June 9, 2020 (the “**Roanoke Deed of Trust Assignment**” and together with the Norfolk Deed of Trust Assignment, collectively, the “**Virginia Deeds of Trust Assignment**”).

63. The Virginia Mortgages and Virginia Assignments are set forth in detail in **Schedule IV** attached hereto.

#### **Miscellaneous Properties**

64. WIM Core has title to nine (9) additional properties, each located in a different state as follows: (i) 200 Commerce Drive, Newark, DE 19713 (the “**Delaware Property**”), leased to AAA Club Alliance, Inc.; (ii) 2 Gannett Drive, South Portland, ME 04106 (the “**Maine Property**”), leased to Anthem Health Plans of Maine, Inc.; (iii) 30 7<sup>th</sup> Avenue, South, St. Cloud, MN 56301 (the “**Minnesota Property**”), leased to Capital One, N.A.; (iv) 1831 Chestnut Street., St. Louis, MO 63101 (the “**Missouri Property**”), leased to Anthem Blue Cross and Blue Shield; (v) 5950 Airport Road., Oriskany, NY 13424 (the “**New York Property**”), leased to Metropolitan Life Insurance Company; (vi) 9797 Springboro Pike, Dayton, OH 45342 (the “**Ohio Property**”), leased to Metropolitan Life Insurance Company; (vii) 700 Quaker Lane, Warwick, RI 02818 (the “**Rhode Island Property**”), leased to Metropolitan Life Insurance Company; (viii) 20 Houghton Street, St. Albans, VT 05478 (the “**Vermont Property**”), leased to Mylan Technologies, Inc.; and

(ix) 15200 West Small Road, New Berlin, WI 53151 (the “**Wisconsin Property**”), leased to United Wisconsin Insurance Company (United Heartland).

65. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Delaware Property (the “**Delaware Mortgage**”) securing the principal amount of \$925,000,000. The Delaware Mortgage was recorded on January 21, 2020, at Instrument Number 20200121-0005452 in the Land Records for New Castle County, Delaware.

66. The Original Lender assigned the Delaware Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for New Castle County, Delaware at Instrument No. 20200603-0044849 on June 3, 2020 (the “**Delaware Mortgage Assignment**”).

67. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Maine Property (the “**Maine Mortgage**”) securing the principal amount of \$925,000,000. The Maine Mortgage was recorded on January 21, 2020, at Book 36354, Page 222, Document 3402 in the Land Records for Cumberland County, Maine.

68. The Original Lender assigned the Maine Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Cumberland County, Maine at Book 36768, Page 276, Document 29222 on June 3, 2020 (the “**Maine Mortgage Assignment**”).

69. WIM Core executed and delivered to Original Lender an Amended and Restated Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Minnesota Property (the “**Minnesota Mortgage**”) securing the principal amount of \$925,000,000. The Minnesota Mortgage was recorded on February 3, 2020, at Abstract Document A1562306 in the Land Records for Stearns County, Minnesota.

70. The Original Lender assigned the Minnesota Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Stearns County, Minnesota at Abstract Document A1570540 on June 3, 2020 (the “**Minnesota Mortgage Assignment**”).

71. WIM Core executed and delivered to Original Lender a Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Missouri Property (the “**Missouri Deed of Trust**”) securing the principal amount of \$925,000,000. The Missouri Mortgage was recorded on February 3, 2020, at Book 02032020, Page 0115 in the Land Records for the City of St. Louis, Missouri.

72. The Original Lender assigned the Missouri Deed of Trust to Wells Fargo by Assignment of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for the City of St. Louis, Missouri at Book 06032020, Page 0080 on June 3, 2020 (the “**Missouri Deed of Trust Assignment**”).

73. WIM Core executed and delivered to Original Lender a Consolidated, Amended, and Restated Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the New York Property (the “**New York Mortgage**”) securing the principal amount of \$925,000,000. The New York Mortgage was recorded on February 14, 2020, at Instrument Number 2020-002159 in the Land Records for Oneida County, New York.

74. The Original Lender assigned the New York Mortgage to Wells Fargo by Assignment of Mortgage, effective as of March 5, 2020, recorded in the Land Records for Oneida County, New York at Instrument No. 2020-0015367 on November 6, 2020 (the “**New York Mortgage Assignment**”).

75. WIM Core executed and delivered to Original Lender an Open-End Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Ohio Property (the “**Ohio Mortgage**”) securing the principal amount of \$925,000,000. The Ohio Mortgage was recorded on January 24, 2020, at File No. 2020-00005891 in the Land Records for Montgomery County, Ohio.

76. The Original Lender assigned the Ohio Mortgage to Wells Fargo by Assignment of Open-End Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Montgomery County, Ohio at File No. 2020-00032899 on June 10, 2020 (the “**Ohio Mortgage Assignment**”).

77. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a



first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Rhode Island Property (the “**Rhode Island Mortgage**”) securing the principal amount of \$925,000,000. The Rhode Island Mortgage was recorded on January 11, 2020, at Book 9440, Page 176, Instrument No. 00000816 in the Land Records for the City of Warwick, Rhode Island.

78. The Original Lender assigned the Rhode Island Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for the City of Warwick, Rhode Island at Book 9535, Page 164, Instrument No. 00008200 on June 11, 2020 (the “**Rhode Island Mortgage Assignment**”).

79. WIM Core executed and delivered to Original Lender a Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and personal property located at the Vermont Property (the “**Vermont Mortgage**”) securing the principal amount of \$925,000,000. The Vermont Mortgage was recorded on January 24, 2020, at Book 286, Page 979 in the Land Records for the City of St. Albans, Vermont.

80. The Original Lender assigned the Vermont Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for the City of New Albans, Vermont at Book 360, Page 453 on October 13, 2020 (the “**Vermont Mortgage Assignment**”).

81. WIM Core executed and delivered to Original Lender an Open-End Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, effective January 15, 2020, granting a first mortgage lien to Original Lender, its successors and assigns, on real and

personal property located at the Wisconsin Property (the “**Wisconsin Mortgage**”) securing the principal amount of \$925,000,000. The Wisconsin Mortgage was recorded on February 19, 2020, at Document No. 4454737 in the Land Records for Waukesha County, Wisconsin.

82. The Original Lender assigned the Wisconsin Mortgage to Wells Fargo by Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, effective as of March 5, 2020, recorded in the Land Records for Waukesha County, Wisconsin at Document No. 4480161 on June 3, 2020 (the “**Wisconsin Mortgage Assignment**”).

83. The Illinois Properties, the Indiana Properties, the New Jersey Properties, the Virginia Properties, the Delaware Property, the Maine Property, the Minnesota Property, the Missouri Property, the New York Property, the Ohio Property, the Rhode Island Property, the Vermont Property, and the Wisconsin Property are collectively referred to as the “**Properties**”.

84. The Illinois Mortgages, the Indiana Mortgages, the New Jersey Mortgages, the Virginia Deeds of Trust, the Delaware Mortgage, the Maine Mortgage, the Minnesota Mortgage, the Missouri Deed of Trust, the New York Mortgage, the Ohio Mortgage, the Rhode Island Mortgage, the Vermont Mortgage, and the Wisconsin Mortgage are collectively referred to as the “**Mortgages**”.

85. The Illinois Mortgage Assignments, the Indiana Mortgage Assignments, the New Jersey Mortgage Assignments, the Virginia Deeds of Trust Assignments, the Delaware Mortgage Assignment, the Maine Mortgage Assignment, the Minnesota Mortgage Assignment, the Missouri Deed of Trust Assignment, the New York Mortgage Assignment, the Ohio Mortgage Assignment, the Rhode Island Mortgage Assignment, the Vermont Mortgage Assignment, and the Wisconsin Mortgage Assignment are collectively referred to as the “**Mortgage Assignments**”.

### **The Default**

86. Pursuant to Section 8.1(1)(b) of the Loan Agreement, an Event of Default exists if the payment of due on the Maturity Date (as defined below) is not paid when due.

87. The remaining Mortgages and Assignments are set forth in detail on **Schedule V** attached hereto.

88. Component A loans initially matured on January 10, 2022 (the “**Initial Component A Maturity Date**”) but were subject to three optional one-year extensions.

89. The Borrowers exercised each of these three one-year extensions resulting in a final maturity date of January 10, 2025 (the “**Extended Component A Maturity Date**”).

90. Component B loans matured on January 10, 2025 (the “**Component B Maturity Date**”).

91. By letter dated November 18, 2024, the Borrowers informed Plaintiff that:

After conducting efforts exploring refinancing and sale opportunities, a full takeout by maturity via sale or refinance is not probable given current property values and the general office lending environment. While we continue to explore whether any such sale or refinancing may be able to be completed on acceptable terms prior to the January 10, 2025 maturity, it seems unlikely. Therefore, we believe it appropriate to transfer the Loan to the Special Servicer so that discussions can begin on possible resolutions to the Loan.

A true and correct copy of the November 18, 2024, letter is attached as **Exhibit 14**.

92. Borrowers failed to pay the outstanding balance of the Loan on the Maturity Date.

### **Count I** **(Declaratory Judgment)**

93. Plaintiff repeats and realleges each paragraph of the complaint.

94. The Borrowers failed to pay the outstanding amount of the Loan when due on the Maturity Date.

95. Accordingly, an actual controversy exists between the parties.

96. Plaintiff seeks a declaratory judgment (i) that an Event of Default exists under the Loan Agreement; (ii) that Plaintiff is entitled exercise its remedies under the Loan Agreement, the Mortgage Assignments, and the Mortgages; and (iii) determining the total amount owed on the Loan.

**Count II**  
**(Appointment of a Receiver)**

97. Plaintiff repeats and realleges each paragraph of the Complaint.

98. An Event of Default has occurred and is continuing under the Loan Agreement, because, among other things, the Borrowers have failed to pay all amounts due under the Loan on the Maturity Date.

99. Each of the Mortgages provides for the appointment of a receiver at the Plaintiff's request upon the occurrence of an Event of Default under the Loan Agreement.

100. Plaintiff seeks appointment of a receiver to manage and market the Properties for sale.

WHEREFORE, Plaintiff respectfully requests:

- (a) That judgment be entered declaring that an Event of Default exists under the Loan Agreement and the Mortgages; that Plaintiff is entitled to exercise all remedies in the Loan Agreement and the Mortgages; and stating the total amount due and owing under the Loan Documents;
- (b) That an Order be entered appointing a Receiver to operate the Properties on terms and conditions to be presented in a separate motion; and
- (c) Such other and further relief as the Court may deem appropriate.

Dated: Chicago, Illinois  
June 10, 2025

Respectfully submitted,

**VENABLE LLP**

By: /s/ Jeremy Goldkind  
Jeremy Goldkind  
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*Pro Hac Vice Motion Forthcoming*  
*Counsel for Plaintiff*

**Schedule I****ILLINOIS**

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
1	1200 Lakeside Drive, Bannockburn, IL 60015	WIM Core	Baxalta US Inc. (Shire)	File 7627011 Lake County Recorded January 23, 2020	File 7660621 Lake County Recorded June 3, 2020
2	177 South Commons Drive, Aurora, IL 60504	WIM Core	Metropolitan Life Insurance Company	Doc. R2020-008617 Dupage County Recorded January 24, 2020	Doc. R2020-056208 Dupage County Recorded June 3, 2020
3	1299-1303 East Algonquin Rd., Schaumburg, IL 60196	WIM Core	Motorola Solutions, Inc.	Doc. 2002840004 Cook County Recorded January 28, 2020	Doc. 2019003063 Cook County Recorded July 8, 2020
4	5450 Prairie Stone Parkway, Hoffman Estates, IL 60192	WIM Core	Tate & Lyle Americas LLC	Doc. 2002341069 Cook County Recorded January 23, 2020	Doc. 2019139019 Cook County Recorded July 9, 2020
5	411 N. Seymour Ave., Mundelein, IL 60060	WIM FMB	First Midwest Bank	File 7627016 Lake County Recorded January 23, 2020	File 7660904 Lake County Recorded June 3, 2020
6	1301 N. Larkin Ave., Joliet, IL 60435	WIM FMB	First Midwest Bank	R2020006765 Will County Recorded January 22, 2020	R2020042367 Will County Recorded June 3, 2020
7	812 W. Springfield Ave., Champagne, IL 61820	WIM FMB	First Midwest Bank	2020R01212 Champagne County Recorded January 23, 2020	2020R09654 Champagne County Recorded June 3, 2020
8	1030 Dixie Hwy, Chicago Heights, IL 60411	WIM FMB	First Midwest Bank	Doc. 2002341060 Cook County Recorded January 23, 2020	Doc. 2019121040 Cook County Recorded July 9, 2020
9	4101 W. 183 <sup>rd</sup> St., Country Club Hills, IL 60478	WIM FMB	First Midwest Bank	Doc. 2002341048 Cook County Recorded January 23, 2020	Doc. 2034440115 Cook County Recorded December 9, 2020

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
10	16051 Weber Rd., Crest Hill, IL 60403	WIM FMB	First Midwest Bank	R2020006777 Will County Recorded January 22, 2020	R2020042343 Will County Recorded June 3, 2020
11	1290 Steger Rd., Crete, IL 60417	WIM FMB	First Midwest Bank	R2020006771 Will County Recorded January 22, 2020	R2020042368 Will County Recorded June 3, 2020
12	170 N. State Rte 31, Crystal Lake, IL 60014	WIM FMB	First Midwest Bank	2020R0002824 McHenry County Recorded January 22, 2020	2020R0019676 McHenry County Recorded June 3, 2020
13	601 Pearson Drive, Genoa, IL 60135	WIM FMB	First Midwest Bank	2020000655 DeKalb County Recorded January 22, 2020	2020005203 DeKalb County Recorded June 9, 2020
14	324 E. Main St., Knoxville, IL 61448	WIM FMB	First Midwest Bank	1060919 Knox County Recorded January 28, 2020	1063542 Knox County Recorded June 3, 2020
15	800 S. State Street, Lockport, IL 60441	WIM FMB	First Midwest Bank	R2020006756 Will County Recorded January 22, 2020 <i>Subordination, Non- Disturbance and Attornment Agreement, dated as of 1/15/2020 among Original Lender, WIM FMB, and First Midwest Bank Recorded at 2020006757 in Will County on January 22, 2020</i>	R2020042291 Will County Recorded June 3, 2020
16	220 W. Main Street, Morris, IL 60450	WIM FMB	First Midwest Bank	Doc. 590291 Grundy County Recorded January 24, 2020	Doc. 592957 Grundy County Recorded June 3, 2020
17	1011 14 <sup>th</sup> St., North Chicago, IL 60064	WIM FMB	First Midwest Bank	File 7627013 Lake County Recorded January 23, 2020	File 7660910 Lake County Recorded June 3, 2020

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
18	2 Main St., Park Forest, IL 60466	WIM FMB	First Midwest Bank	Doc. 2002341054 Cook County Recorded January 23, 2020	Doc. 2019107229 Cook County Recorded July 9, 2020
19	200 W. Corning Ave., Peotone, IL 60468	WIM FMB	First Midwest Bank	R2020006774 Will County Recorded January 22, 2020	R2020042315 Will County Recorded June 3, 2020
20	24509 W. Lockport St., Plainfield, IL 60544	WIM FMB	First Midwest Bank	R2020006759 Will County Recorded January 22, 2020	R2020042292 Will County Recorded June 3, 2020
21	224 N. Main St., Seneca, IL 61360	WIM FMB	First Midwest Bank	2020-01212 LaSalle County Recorded January 24, 2020	2020-07764 LaSalle County Recorded June 4, 2020
22	1425 Dekalb Avenue, Sycamore, IL 60178	WIM FMB	First Midwest Bank	2020000649 Dekalb County Recorded January 22, 2020	2020005204 Dekalb County Recorded June 9, 2020
23	3303 S. Sheriden Rd., Zion, IL 60099	WIM FMB	First Midwest Bank	File 7627022 Lake County Recorded January 23, 2020	File 7660882 Lake County Recorded June 3, 2020



**Schedule II****INDIANA**

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
1	10858 Pike Street, Crowne Point, IN 46307	WIM FMB	First Midwest Bank	2020-007247 Lake County Recorded January 29, 2020	2020-035621 Lake County Recorded June 12, 2020
2	1975 West Ridge Rd., Gary, IN 46408	WIM FMB	First Midwest Bank	2020-006813 Lake County Recorded January 28, 2020	2020-035622 Lake County Recorded June 12, 2020
3	915 W. Glenn Park Ave., Griffith, IN 46319	WIM FMB	First Midwest Bank	2020-006903 Lake County Recorded January 28, 2020	2020-035620 Lake County Recorded June 12, 2020
4	6611 Kennedy Ave., Hammond, IN 46323	WIM FMB	First Midwest Bank	2020-007026 Lake County Recorded January 29, 2020	2020-035624 Lake County Recorded June 12, 2020

**Schedule III****NEW JERSEY**

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
1	501 U.S. Highway 22, Bridgewater, NJ 08807	WIM FMB	Metropolitan Life Insurance Company	Book 7186, Pages 681- 712 Instrument Number 2020004604 Somerset County Recorded January 30, 2020	Book 7215, Pages 3349-3355, Instrument No. 2020022736 Somerset County Recorded June 3, 2020
2	334 Madison Avenue, Convent Station, NJ 07960	WIM FMB	Metropolitan Life Insurance Company	Book 23705, Page 164, File Number 2020006818 Morris County Recorded January 31, 2020	Book 23787, Page 1635, Instrument No. 2020034412 Morris County Recorded June 5, 2020

**Schedule IV****VIRGINIA**

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
1	5800 Northampton Boulevard, Norfolk, VA 23502	WIM FMB	Amerigroup Corporation (Elevance Norfolk)	Instrument Number 200004837 Norfolk City Circuit Court Land Records Recorded February 28, 2020	Instrument No. 200012329 Norfolk City Circuit Court Land Records Recorded June 3, 2020
2	602 South Jefferson Street, Roanoke, VA 24011	WIM FMB	Anthem Health Plans of Virginia, Inc. (Elevance Virginia)	Instrument Number 200002516 Roanoke City Circuit Court Land Records Recorded March 6, 2020	Instrument No. 20005722 Roanoke City Circuit Court Land Records Recorded June 9, 2020

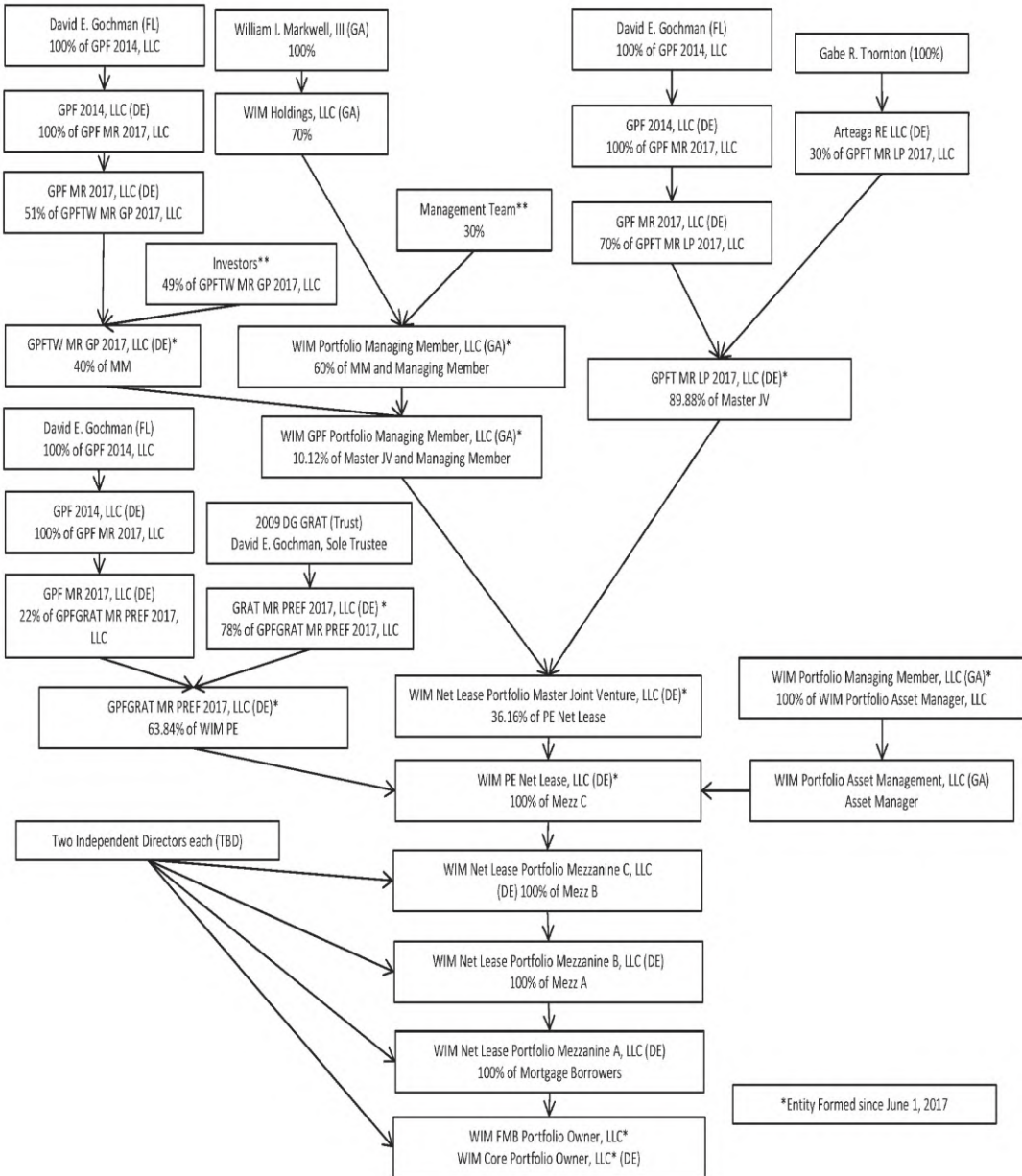
**Schedule V****MISCELLANEOUS PROPERTIES**

	<b>PROPERTY</b>	<b>MORTGAGOR</b>	<b>TENANT</b>	<b>MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (eff. as of 1/15/2020) RECORDED</b>	<b>ASSIGN OF MORTGAGE (Effective as of 3/5/2020)</b>
1	200 Commerce Drive, Newark, DE 19713	WIM FMB	AAA Club Alliance, Inc.	Instrument Number 20200121-0005452 New Castle County Land Records Recorded January 21, 2020	Instrument No. 20200603-0044849 New Castle County Land Records Recorded June 3, 2020
2	2 Gannett Drive, South Portland, ME 04106	WIM FMB	Anthem Health Plans of Maine, Inc.	Book 36354, Page 222, Document 3402 Land Records for Cumberland County Recorded January 21, 2020	Book 36768, Page 276, Document 29222 Land Records for Cumberland County Land Records June 3, 2020
3	30 7 <sup>th</sup> Avenue, South, St. Cloud, MN 56301	WIM FMB	Capital One, N.A.	Abstract Document A1562306 Land Records for Stearns County Recorded February 3, 2020	Abstract Document A1570540 Land Records for Stearns County Recorded June 3, 2020
4	1831 Chestnut Street., St. Louis, MO 63103	WIM FMB	Anthem Blue Cross and Blue Shield	Book 02032020, Page 0115 Land Records for the City of St. Louis, Missouri Recorded February 3, 2020	Book 06032020, Page 0080 Land Records for the City of St. Louis, Missouri Recorded June 3, 2020
5	5950 Airport Road., Oriskany, NY 13424	WIM FMB	Metropolitan Life Insurance Company	Instrument Number 2020- 002159 Land Records for Oneida County, New York Recorded February 14, 2020	Instrument No. 2020- 0015367 Land Records for Oneida County, New York Recorded November 6, 2020

6	9797 Springboro Pike, Dayton, OH 45342	WIM FMB	Metropolitan Life Insurance Company	File No. 2020-00005891 Land Records for Montgomery County, Ohio, Recorded January 24, 2020	File No. 2020- 00032899 Land Records for Montgomery County, Ohio, Recorded June 10, 2020
7	700 Quaker Lane, Warwick, RI 02818	WIM FMB	Metropolitan Life Insurance Company	Book 9440, Page 176, Instrument No. 00000816 Land Records for the City of Warwick, Rhode Island Recorded January 11, 2020	Book 9535, Page 164, Instrument No. 00008200 Land Records for the City of Warwick, Rhode Island Recorded June 11, 2020
8	20 Houghton Street, St. Albans, VT 05478	WIM FMB	Mylan Technologies, Inc.	Book 286, Page 979 Land Records for the City of New Albans Recorded January 24, 2020	Book 360, Page 453 Land Records for the City of New Albans Recorded October 13, 2020
9	15200 West Small Road, New Berlin, WI 53151	WIM FMB	United Wisconsin Insurance Company (United Heartland)	Document No. 4454737 Land Records for Waukesha County, Wisconsin Recorded February 19, 2020	Document No. 4480161 Land Records for Waukesha County, Wisconsin Recorded June 3, 2020

## **Schedule VI**

## Organizational Chart



**\*\* See following page**

**Members of GPFTW MR GP 2017, LLC**

David E. Gochman  
Gabe R. Thornton  
David Wolff

**Management Team of WIM Portfolio Managing Member, LLC**

William I. Markwell, III